

FORM D**Notice of Exempt
Offering of Securities****U.S. Securities and Exchange Commission
Washington, DC 20549****(See instructions beginning on page 5)**

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

Item 1. Issuer's Identity

Name of Issuer

Previous Name(s)

☒ None

Entity Type (Select one)

TRANSWESTERN MEZZANINE REALTY PARTNERS III, L.L.C.

Jurisdiction of Incorporation/Organization

Delaware

Year of Incorporation/Organization
(Select one)☐ Over Five Years Ago ☒ Within Last Five Years
(specify year)

2007

☐ Yet to Be Formed**SEC Mail Processing
Section**

DEC 29 2008

Washington, DC

(If more than one issuer is filing this notice, check this box ☐ and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)**Item 2. Principal Place of Business and Contact Information**

Street Address 1

c/o Transwestern Investment Company, 150 N. Wacker Drive, Suite 800

City

Chicago

State/Province/Country

Illinois

Street Address 2

PROCESSED

Zip/Postal Code

60606

Phone No.

312-601-2447

THOMSON REUTERS**Item 3. Related Persons**

Last Name

First Name

Middle Name

Quazzo

Stephen

R.

Street Address 1

Street Address 2

c/o Transwestern Investment Company, 150 N. Wacker Drive, Suite 800

City

Chicago

State/Province/Country

IL

Zip/Postal Code

60606

Relationship(s): ☒ Executive Officer ☒ Director ☐ Promoter

Classification of Response (if Necessary)

(Identify additional related persons by checking this box ☐ and attaching Item 3 Continuation Page(s).)**Item 4. Industry Group (Select one)**☐ Agriculture**Banking and Financial Services**☐ Commercial Banking☐ Insurance☐ Investing☐ Investment Banking☐ Pooled Investment Fundif selecting this industry group,
select one fund type below and answer
the question below:☐ Hedge Fund☐ Private Equity Fund☐ Venture Capital Fund☐ Other investment Fundis the issuer registered as an
investment company under the
Investment Company Act of
1940? ☐ Yes ☐ No☐ Other Banking & Financial Services☐ Business Services**Energy**☐ Electric Utilities☐ Energy/Conservation☐ Coal Mining☐ Environmental Services☐ Oil & Gas☐ Other Energy**Health Care**☐ Biotechnology☐ Health Insurance☐ Hospitals & Physicians☐ Pharmaceuticals☐ Other Health Care☐ Manufacturing**Real Estate**☐ Commercial☐ Construction☐ REITS & Finance☐ Residential☒ Other Real Estate☐ Retailing☐ Restaurants**Technology**☐ Computers☐ Telecommunications☐ Other Technology**Travel**☐ Airlines & Airports☐ Lodging & Conventions☐ Tourism & Travel Services☐ Other Travel☐ Other

08070959

FORM DU.S. Securities and Exchange Commission
Washington, DC 20549**Item 5. Issuer Size (Select one)**Revenue Range (for issuer not specifying "hedge"
or "other investment" fund in Item 4 above)

- ☐ No Revenues
☐ \$1 - \$1,000,000
☐ \$1,000,001 - \$5,000,000
☐ \$5,000,001 - \$25,000,000
☐ \$25,000,001 - \$100,000,000
☒ Over \$100,000,000
☐ Decline to Disclose
☐ Not Applicable

OR

Aggregate Net Value Range (for issuer
specifying "hedge" or "other investment" fund in
Item 4 above)

- ☐ No Aggregate Net Asset Value
☐ \$1 - \$5,000,000
☐ \$5,000,001 - \$25,000,000
☐ \$25,000,001 - \$50,000,000
☐ \$50,000,001 - \$100,000,000
☐ Over \$100,000,000
☐ Decline to Disclose
☐ Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- | | | |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Investment Company Act Section 3(c) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504(b)(1)(i) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504(b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 505 | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(13) |
| <input checked="" type="checkbox"/> Rule 506 | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(b) | <input type="checkbox"/> Section 3(c)(6) | |
| | <input type="checkbox"/> Section 3(c)(7) | |

Item 7. Type of Filing☒ New Notice **OR** ☐ AmendmentDate of First Sale in this Offering: 10/1/2007 **OR** ☐ First Sale yet to Occur**Item 8. Duration of Offering**Does the issuer intend this offering to last more than one year? ☒ Yes ☐ No**Item 9. Type(s) of Securities Offered (Select all that apply)**

- | | |
|---|---|
| <input type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input type="checkbox"/> Option, Warranty or Other Right to Acquire
Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option,
Warrant or Other Right to Acquire Security | <input checked="" type="checkbox"/> Other (Describe) |
| | Limited Liability Company Interests |

Item 10. Business Combination TransactionIs this offering being made in connection with a business combination
transaction, such as a merger, acquisition or exchange offer?☐ Yes ☒ No

Clarification of Response (If Necessary)

FORM D**U.S. Securities and Exchange Commission**
Washington, DC 20549*****Item 11. Minimum Investment**Minimum investment accepted from any outside investor **\$50,000.00** * Class C units available for **\$1,000****Item 12. Sales Compensation**

Recipient

Recipient CRD Number

Not Applicable

No CRD Number

(Associated) Broker or Dealer ☐ None

(Associated) Broker or Dealer CRD Number

No CRD Number

Street Address 1

Street Address 2

City

State/Province/Country Zip/Postal Code

States of Solicitation ☐ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

(Identify additional person(s) being paid compensation by checking this box ☐ and attaching Item 12 (Continuation Page(s).)**Item 13. Offering and Sales Amounts**(a) Total Offering Amount **\$500,000,000.00*** OR ☐ Indefinite(b) Total Amount Sold **\$427,050,000.00***(c) Total Remaining to be Sold **\$ 0.00** OR ☐ Indefinite

(Subtract (a) from (b))

Clarification of Response (if Necessary)

* Combined Offering with Parallel Fund.

Item 14. InvestorsCheck this box ☐ if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:Enter the total number of investors who already have invested in the offering: **96****15. Sales Commissions and Finders' Fees Expenses**

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions **\$Not Applicable** ☐ EstimateFinders' Fees **\$Not Applicable** ☐ Estimate

Clarification of Response (If Necessary)

FORM D**U.S. Securities and Exchange Commission
Washington, DC 20549****Item 16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$

☐ Estimate

Clarification of Response (If Necessary)

Signature and Submission

Please verify the information you have entered and review the Term of Submissions below before submitting this notice.

Terms of Submission. In submitting this notice, each identified issuer is:

Notify the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administration or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

*This undertaking does not affect any limits Section 102(a) of the National Securities Market Improvement Act of 1996 ("NSMIA") [Publ. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box ☒ and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

Transwestern Mezzanine Realty Partners III, L.L.C.

Name of Signer

Stephen R. Quazzo

Signature



Title

Managing Principal

Date 

Number of continuation pages attached: 4

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

FORM DU.S. Securities and Exchange Commission
Washington, DC 20549**Items 1 and 2 Continuation Page****Item 1 and 2. Issuer's Identity and Contact Information (Continued)**

Name of Issuer	Previous Name(s)	<input checked="" type="checkbox"/> None	Entity Type (Select one)
TMRP III Co-Investment, L.L.C.			<input type="checkbox"/> Corporation
			<input type="checkbox"/> Limited Partnership
			<input checked="" type="checkbox"/> Limited Liability Company
			<input type="checkbox"/> General Partnership
			<input type="checkbox"/> Business Trust
			<input type="checkbox"/> Other (Specify)
Jurisdiction of Incorporation/Organization			
Delaware			
Year of Incorporation/Organization (Select one)			
<input type="checkbox"/> Over Five Years Ago <input checked="" type="checkbox"/> Within Last Five Years (specify year)			
2007			
<input type="checkbox"/> Yet to Be Formed			

At your option, supply separate contact information for this issuer:

Street Address 1	Street Address 2		
c/o Transwestern Investment Company, 150 N. Wacker Drive, Suite 800			
City	State/Province/Country	Zip/Postal Code	Phone No.
Chicago	IL	60606	312-601-2447

Name of Issuer	Previous Name(s)	<input type="checkbox"/> None	Entity Type (Select one)
			<input type="checkbox"/> Corporation
			<input type="checkbox"/> Limited Partnership
			<input type="checkbox"/> Limited Liability Company
			<input type="checkbox"/> General Partnership
			<input type="checkbox"/> Business Trust
			<input type="checkbox"/> Other (Specify)
Jurisdiction of Incorporation/Organization			
Year of Incorporation/Organization (Select one)			
<input type="checkbox"/> Over Five Years Ago <input type="checkbox"/> Within Last Five Years (specify year)			
<input type="checkbox"/> Yet to Be Formed			

At your option, supply separate contact information for this issuer:

Street Address 1	Street Address 2		
City	State/Province/Country	Zip/Postal Code	Phone No.

Name of Issuer	Previous Name(s)	<input type="checkbox"/> None	Entity Type (Select one)
			<input type="checkbox"/> Corporation
			<input type="checkbox"/> Limited Partnership
			<input type="checkbox"/> Limited Liability Company
			<input type="checkbox"/> General Partnership
			<input type="checkbox"/> Business Trust
			<input type="checkbox"/> Other (Specify)
Jurisdiction of Incorporation/Organization			
Year of Incorporation/Organization (Select one)			
<input type="checkbox"/> Over Five Years Ago <input type="checkbox"/> Within Last Five Years (specify year)			
<input type="checkbox"/> Yet to Be Formed			

At your option, supply separate contact information for this issuer:

Street Address 1	Street Address 2		
City	State/Province/Country	Zip/Postal Code	Phone No.

(Copy and use additional copies of this page as necessary)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
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Lyons	Douglas	W.
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Street Address 1	Street Address 2
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c/o Transwestern Investment Company, 150 N. Wacker Drive, Suite 800

City	State/Province/Country	Zip/Postal Code
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Chicago	IL	60606
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Relationship(s): ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
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McCahill	Thomas	M.
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Street Address 1	Street Address 2
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c/o Transwestern Investment Company, 150 N. Wacker Drive, Suite 800

City	State/Province/Country	Zip/Postal Code
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Chicago	IL	60606
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Relationship(s): ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
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Mazzarelli	James	
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Street Address 1	Street Address 2
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c/o Transwestern Investment Company, 150 N. Wacker Drive, Suite 800

City	State/Province/Country	Zip/Postal Code
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Chicago	IL	60606
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Relationship(s): ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
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Falk	Adam	J.
------	------	----

Street Address 1	Street Address 2
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c/o Transwestern Investment Company, 150 N. Wacker Drive, Suite 800

City	State/Province/Country	Zip/Postal Code
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Chicago	IL	60606
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Relationship(s): ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

(Copy and use additional copies of this page as necessary)

FORM D**U.S. Securities and Exchange Commission
Washington, DC 20549****Item 3 Continuation Page****Item 3. Related Persons (Continued)**

Last Name	First Name	Middle Name
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McMahan	Judith	
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Street Address 1	Street Address 2
c/o Transwestern Investment Company, 150 N. Wacker Drive, Suite 800	

City	State/Province/Country	Zip/Postal Code
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Chicago	IL	60606
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Relationship(s): ☒ Executive Officer ☒ Director ☐ PromoterClarification of Response (if Necessary)

Last Name	First Name	Middle Name
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Witt	Mark	K.
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Street Address 1	Street Address 2
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c/o Transwestern Investment Company, 150 N. Wacker Drive, Suite 800

City	State/Province/Country	Zip/Postal Code
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Chicago	IL	60606
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Relationship(s): ☒ Executive Officer ☒ Director ☐ PromoterClarification of Response (if Necessary)

Last Name	First Name	Middle Name
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Street Address 1	Street Address 2
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City	State/Province/Country	Zip/Postal Code
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Relationship(s): ☐ Executive Officer ☐ Director ☐ PromoterClarification of Response (if Necessary)

Last Name	First Name	Middle Name
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Street Address 1	Street Address 2
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City	State/Province/Country	Zip/Postal Code
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Relationship(s): ☐ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

FORM DU.S. Securities and Exchange Commission
Washington, DC 20549**Signature Continuation Page****Signature and Submission**

The undersigned is the duly authorized representative of the issuer(s), identified in the field beside the individual's name below.

Issuer(s)

Name of Signer

TMRP III Co-Investment, L.L.C.

Stephen R. Quazzo

Signature



Title

Managing Principal

Date 12/22/08

Number of continuation pages attached:

Issuer(s)

Name of Signer

Signature

Title

Date

Number of continuation pages attached:

Issuer(s)

Name of Signer

Signature

Title

Date

Number of continuation pages attached:

(Copy and use additional copies of this page as necessary)

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ			Class B Units	1	\$75,000				
AR									
CA			Class B Units Class C Units	3 2	\$20,150,000 \$9,000				
CO			Class B Units Class C Units	1 3	\$250,000 \$7,000				
CT			Class B Units	1	\$22,500,000				
DE									
DC			Class B Units	2	\$100,000				
FL			Class B Units	3	\$10,200,000				
GA			Class C Units	1	\$5,000				
HI									
ID									
IL			Class B Units Class C Units	31 25	\$99,475,000 \$72,000				
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA			Class B Units	3	\$20,500,000				
MI			Class B Units	2	\$3,100,000				

APPENDIX

1	2 Intend to sell to non- accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MN									
MS									
MO			Class B Units	1	\$5,000,000				
MT									
NE			Class B Units	1	\$15,000,000				
NV			Class B Units	1	\$10,000,000				
NH									
NJ			Class B Units	2	\$35,500,000				
NM									
NY			Class B Units	6	\$105,000,000				
NC			Class B Units	1	\$10,000,000				
ND									
OH			Class B Units	2	\$5,250,000				
OK									
OR									
PA			Class B Units	1	\$7,500,000				
RI									
SC			Class C Units	1	\$3,000				
SD									
TN									
TX			Class B Units Class C Units	15 4	\$42,300,000 \$4,000				
UT									
VT									
VA			Class B Units	1	\$50,000				

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WA									
WV									
WI			Class B Units	4	\$15,000,000				
WY									
PR									

END
Form D 12